HEWITT ASSOCIATES INC Form 425 July 12, 2010

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): July 11, 2010

HEWITT ASSOCIATES, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware (State or Other Jurisdiction

001-31351 (Commission 47-0851756 (IRS Employer

of Incorporation) File Number) Identification No.)

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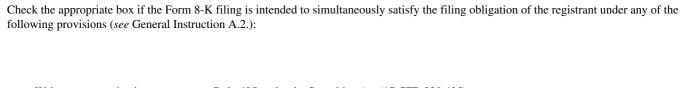
60069

(Zip Code)

100 Half Day Road, Lincolnshire, Illinois (Address of Principal Executive Offices) Registrants telephone number, including area code: (847) 295-5000

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)



- x Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- " Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- " Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

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Item 8.01 Other Events.

On July 11, 2010, Hewitt Associates, Inc. (Hewitt) entered into an Agreement and Plan of Merger with Aon Corporation (Aon), Alps Merger Corp., a wholly owned subsidiary of Aon, and Alps Merger LLC, a wholly owned subsidiary of Aon, pursuant to which Aon has agreed to acquire Hewitt. A joint press release, dated July 12, 2010, issued by Hewitt and Aon announcing the proposed transaction is attached hereto as Exhibit 99.1, which is also incorporated by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HEWITT ASSOCIATES, INC.

By: /s/ Steven J. Kyono Steven J. Kyono, Senior Vice President, General Counsel and Corporate Secretary

Date: July 12, 2010

INDEX TO EXHIBITS

Exhibit

No. Description

99.1 Press Release